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14 **UNITED STATES BANKRUPTCY COURT**

15 **DISTRICT OF NEVADA**

16 In re

17 MARTIFER SOLAR USA, INC., a
California corporation,

18 Debtor.

Case No. BK-S-14-10357-abl

Chapter 11

19 **SECURED CREDITOR CATHAY**
20 **BANK'S LIMITED OPPOSITION TO**
21 **EMERGENCY MOTION FOR ORDER**
22 **DIRECTING JOINT ADMINISTRATION**
23 **OF RELATED CASES PURSUANT TO**
24 **BANKRUPTCY RULE 1015(B) AND**
25 **LOCAL RULE 1015**

Hearing Date: January 28, 2014

Hearing Time: 9:30 a.m.

24 Secured creditor Cathay Bank ("Bank") submits this Limited Opposition to Emergency Motion
25 for Order Directing Joint Administration of Related Cases Pursuant to Bankruptcy Rule 1015(b) and
26 Local Rule 1015 ("Joint Administration Motion") filed by debtor Martifer Solar USA, Inc. ("Martifer
27 USA") on January 22, 2014. [ECF No. 9.]

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Martifer USA is a California corporation headquartered and with its sole office in Los Angeles. [Omnibus Declaration of Klaus Bernhart in Support of First Day Motions ("Bernhart Declaration") ¶ 15 filed January 22, 2014 (ECF No. 15).] Martifer Aurora Solar, LLC ("Martifer Aurora" and with Martifer USA, "Debtors") is a Nevada limited liability company whose principal place of business, and whose principal assets, are in Los Angeles, California. [Bankr. D. Nev. Case No. 14-10355 ECF No. 1.] Martifer Aurora is a wholly-owned subsidiary of Martifer USA. [Bernhart Declaration ¶ 15.] Other than the fact that Martifer Aurora is organized under Nevada law, the only apparent connection Martifer USA has to Las Vegas, Nevada, is that Martifer USA's bankruptcy counsel has an office in Las Vegas as well as Los Angeles.

While venue of this case may be proper in the District of Nevada under 28 U.S.C. § 1408, the Bank believes that transferring the Debtors' cases to the Central District of California is appropriate under 28 U.S.C. § 1412. The Bank is contemplating filing a motion to transfer venue, and respectfully requests that any order approving the Joint Administration Motion make clear that such order is without prejudice to severing the joint administration of these cases should the Court grant a motion to transfer venue as to only one of these cases.¹

The Bank also respectfully requests that any order approving the Joint Administration Motion make clear that these cases have not been substantively consolidated. The Joint Administration Motion makes clear that substantive consolidation is not sought at this time, but the Debtors' other pleadings in these cases (e.g., the Debtors' cash collateral motions and post-petition financing motions) do not reflect the corporate separateness of the Debtors.

DATED: January 27, 2014

FRANDZEL ROBINS BLOOM & CSATO, L.C.
 MICHAEL GERARD FLETCHER
 REED S. WADDELL

By: /s/ Michael Gerard Fletcher
 MICHAEL GERARD FLETCHER
 Attorneys for Secured Creditor CATHAY BANK

¹ By filing this Opposition or any other pleading in this case, the Bank in no way consents to venue in the District of Nevada.